

**RESOLUTION OF THE BOARD OF DIRECTORS  
OF GRAPE REALTY, INC..**

As of the 25<sup>th</sup> day of January, 2010, the members constituting a majority of the votes of a quorum of the board of directors (the "Board of Directors") of Grape Realty, Inc., a New York corporation (the "Company"), took the following actions and adopted the following resolutions:

WHEREAS, the Board of Directors were presented with a review by management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's businesses and members; and

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the advisors of the Company and fully consider each of the strategic alternatives available to the Company;

**I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code**

NOW, THEREFORE, BE IT RESOLVED THAT: In the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, members and other interested parties, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code;

BE IT FURTHER RESOLVED THAT: The officers of the Company be, and they hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists, and other papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief;

BE IT FURTHER RESOLVED THAT: The officers of the Company be, and they hereby are, authorized and directed to employ the law firm of Reich Reich & Reich, P.C. as general bankruptcy counsel under section 327(a) of the Bankruptcy Code to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including filing any pleadings; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Reich Reich & Reich, P.C.

## **II. Further Actions and Prior Actions**

BE IT FURTHER RESOLVED THAT: The officers of the Company be, and hereby are, authorized and empowered, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing; and

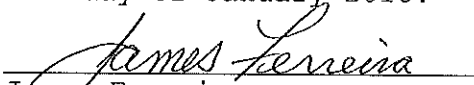
BE IT FURTHER RESOLVED THAT: All of the acts and transactions relating to matters contemplated by the foregoing resolutions, and done in the name of and on behalf of the Company, which would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

**CERTIFICATE**

The undersigned, James Ferreira, Secretary/Treasurer of Grape Realty, Inc., (the "Company"), a New York corporation, hereby certifies as follows:

1. I am the duly qualified and elected Secretary/Treasurer of the Company. As such, I am familiar with the facts herein certified, and I am duly authorized to certify the same on behalf of the Company.
2. Attached hereto is a true, complete and correct copy of the resolution of the Board of Directors of the Company, of which consists of two members, Hillario Ferreira and James Ferreira.
3. Such consent has not been amended, altered, annulled, rescinded or revoked and is in full force and effect as of the date hereof. There exists no other subsequent consent of the Board of Directors of the Company relating to the matters set forth in the consent attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 25<sup>th</sup> day of January 2010.

  
James Ferreira  
Secretary/Treasurer